

C O V E R S H E E T

PH RESORTS GROUP HOLDINGS, INC.

Company's Full Name

20th Floor Udenna Tower,
Rizal Drive corner 4th Avenue, Bonifacio Global City,
Taguig City, Philippines

Company's Address: No./Street/City/Town/Province

(632) 8403-4007

Company's Telephone Number

31 December

Fiscal Year

Ending (Month &
Day)

PRELIMINARY INFORMATION STATEMENT

SEC Form 20-IS

FORM TYPE

_____	_____
Cashier	LCU

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	CS200901269
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Central Receiving Unit	Document ID

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**EACH ACTIVE SECONDARY LICENSE TYPE AND FILE
NUMBER**

(State "NONE" if that is the case)



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO: ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **PH Resorts Group Holdings, Inc.** (the "**Corporation**") will be held on **26 July 2023, Wednesday, at 2 o'clock p.m.**, via videoconferencing, for the purpose of taking up the following:

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of Minutes of Meeting of Stockholders held on 9 December 2022
5. Report of the President
6. Approval of the Audited Financial Statements as of 31 December 2022
7. Ratification and confirmation of all acts and resolutions of the Board and Management executed in the normal course of business since the last Annual Stockholders' Meeting held on 9 December 2022
8. Approval of the amendment of the of the Articles of Incorporation to increase the authorized capital stock of the Corporation from Eight Billion Pesos to Fifteen Billion Pesos (Php15,000,000,000.00) divided into Fifteen Billion Common Shares
9. Approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the existing capital stock at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription and the listing of such shares with the Philippine Stock Exchange.
10. Approval of issuance of shares pursuant to an equity offering, private placement, top-up placement, or similar transaction to be determined by the Board and the listing of such shares.
11. Election of the Board of Directors for 2023
12. Appointment of External Auditors
13. Other Matters
14. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 6 July 2023 are entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

In view of the current COVID-19 pandemic, the physical and actual holding of the Annual Stockholders' Meeting cannot be conducted. In lieu thereof, the Annual Meeting on 26 July 2023 shall be conducted via live streaming through https://us06web.zoom.us/webinar/register/WN_yOepATqUSLO-XtxNPtkNqw#/registration.

Stockholders who intend to participate are required to register by sending an email, together with the requirements to phr_legal@phresorts.com on or before 25 July 2023 (5:00 p.m., Philippine time). Full list of the requirements may be viewed on the Company's website at <https://www.phresorts.com/notice-of-annual-or-special-stockholders-meetings/>. The registration is subject to validation, and successful registrations will receive an electronic invitation via email, along with a complete guide on how to join, participate and vote in the Meeting.

Copies of the Notice of the Meeting, Annual Report, Definitive Information Statement and other related documents may be found on the Company's website and through the PSE Edge Portal.

Proxy Forms and Special Powers of Attorney or other Authorization forms are available in the Company's website must be submitted to the Office of the Corporate Secretary, 20th Fl., Udenna Tower, Rizal Drive corner 4th Ave., Bonifacio Global City, Taguig City by mail or sent by email to phr_legal@phresorts.com. Validation of proxies and registration shall commence on 5 July 2023 until 5 p.m. of 25 July 2023.

Participation in the meeting as well as voting shall be through remote communication. Detailed Procedure for voting shall be posted on the Company's website. Stockholders may also send your queries regarding the conduct of the Meeting to phr_legal@phresorts.com.

There will be an audio and visual recording of the meeting.

Taguig City, 31 May 2023.


LEANDRO E. ABARQUEZ
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO
SECTION 20 OF THE SECURITIES REGULATION
CODE**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: **PH RESORTS GROUP HOLDINGS INC.**

3. Country of incorporation: **PHILIPPINES**

4. SEC Identification Number: **CS200901269**

5. BIR Tax Identification Code: **007-236-853-000**

6. Address of principal office:

20th Floor Udenna Tower,

Rizal Drive corner 4th

Avenue, Bonifacio Global

City,

Taguig City, Philippines

Postal Code: 1634

7. Registrant's telephone number, including area code: **(632) 8403-4007**

8. Date, time and place of the meeting of security holders:

26 July 2023 (Wednesday), 2:00 p.m.; via Videoconference through

https://us06web.zoom.us/webinar/register/WN_yOepATqUSLO-XtxNPtkNqw#/registration

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **4 July 2023**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock, P1 par value	7,282,017,027 shares

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

There are 7,282,017,027 common shares in the Company that are listed in the Philippine Stock Exchange.

PART I.
**INFORMATION REQUIRED IN THE INFORMATION
STATEMENT**

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders

Date : 26 July 2023
Time : 2:00 p.m.
Place : Taguig City (Via Videoconference)
https://us06web.zoom.us/webinar/register/WN_yOepATqUSLO-XtxNPtkNqw#/registration

Principal: 20th Floor Udenna Tower
Office Rizal Drive corner 4th
Avenue, Bonifacio Global
City, Taguig City,
Philippines

The approximate date on which the information statement and proxy form will be sent to all shareholders is on 4 July 2023.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO
SEND US A PROXY**

Item 2. Dissenter's Right of Appraisal

The stockholders of the Company may exercise the right of appraisal with respect to the actions to be taken up at the meeting pursuant to Title X on Section 80 governing the exercise of Appraisal Rights under the Revised Corporation Code of the Philippines which states that:

“Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the terms of corporate existence.

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this code; and
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

There is no matter to be taken up which will give rise to the exercise of this right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

There is no substantial interest, direct or indirect, by security holdings or otherwise, of any director or officer of the Company, any nominee or associate thereof, in any matter to be acted upon, other than elections to office.

The Board of Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 31 May 2023, there are 7,282,017,027 shares of PH Resorts Group Holdings, Inc. common stock outstanding and entitled to vote at the Annual Stockholders' Meeting. Each common share shall be entitled to one (1) vote. Only holders of the Company's stock of record at the close of business on 6 July 2023, acting in person or by proxy on the day of the meeting, are entitled to notice and to vote at the Annual Stockholders' Meeting to be held on 26 July 2023.

Cumulative voting is allowed for election of the members of the Board of Directors. Each stockholder may vote the number of shares of stock outstanding in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected and provided, however, that no delinquent stock shall be voted.

a. Security Ownership of Certain Record and Beneficial Owners

The following table presents the record/beneficial owners known to the Company who in person or as group own more than five percent (5%) of the issued and outstanding capital stock of the Company as of 31 May 2023.

Class of	Name, Address of	Name of Beneficial	Citizenship	No. of Shares	Perce
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Shares Held	Record Owner and Relationship with Issuer	Owner and Relationship with Record Owner		Held	
Common	Udenna Corporation ¹	Dennis A. Uy, Cherylyn C. Uy, Silver Crescent Global Limited, Elite First Investment Limited	Filipino	5,643,037,228	77.49

b. Security Ownership of Management

As of 31 May 2023, the shares owned of record or beneficially by the directors and the executive officers are as follows:

Class of Shares Held	Name of Beneficial Owner of Stock	Nature of Beneficial Ownership	Citizenship	No. of Shares	Percent of Class
Common	Dennis A. Uy*	D / I	Filipino	2,635,105,475	36.19%
Common	Cherylyn C. Uy*	D / I	Filipino	753,216,862	10.34%
Common	Raymundo Martin M. Escalona	D	Filipino	1,501,000	0%
Common	Ma. Concepcion F. De Claro	D	Filipino	1,000	0%
Common	Jose Angel Sueiro	D	Spanish	1,501,000	0%
Common	Lara C. Lorenzana	D	Filipino	1,001,000	0%
Common	William W. Yap	D	Filipino	5,300	0%
Common	Eric O. Recto	D	Filipino	1,000	0%
Common	Ma. Angela E. Igancio	D	Filipino	1,000	0%
Common	Leandro E. Abarquez	D	Filipino	1,000,000	0%

*Indirect beneficial ownership thru PHR's parent company, Udenna Corporation.

Directors and officers as a group hold a total of 3,392,333,637 shares equivalent to 46.53% of the issued and outstanding capital stock of PHR. Dennis A. Uy and Cherylyn C. Uy own indirectly more than 5% shares of the Company's total outstanding capital stock.

c. Voting Trust Holders of 5% or more

The Company has no knowledge of any voting trust agreement or any other similar arrangement which may result in a change in control of the Company.

d. Changes in Control

There is no arrangement which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

¹ Udenna Corporation has designated Mr. Alexis Carlo G. Magsumbol as its authorized representative empowered to vote on behalf of Udenna for PHR's upcoming ASM.

a. *Directors and Senior Officers*

The Company's Board of Directors is responsible for the overall management and direction of the Company. The Board meets regularly on a monthly basis, or as often as required, to review and monitor the Company's financial position and operations.

The directors of the Company are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been elected and qualified. All directors are required to perform their respective duties and responsibilities in accordance with the Corporation's Revised Manual on Corporate Governance and are evaluated based on their performance and compliance with the provisions of the Manual.

Except for Dennis A. Uy and Cherylyn C. Uy, none of the members of the Board of Directors and Officers of the Company own directly or indirectly more than 5% of PH Resorts Group Holdings Inc.'s shares.

None of the directors were involved in any self-dealing or substantial related party transactions.

The table below sets forth the members of the Company's Board and senior officers as of the date of this Report:

Name	Age	Citizenship	Term of Office as a Director/Officer	Period Served as a Director/Officer	Position
Dennis A. Uy	49	Filipino	5 years	Since 1 June 2018	Chairman, Director
Cherylyn C. Uy	43	Filipino	5 years	Since 1 June 2018	Director
Raymundo Martin M. Escalona	62	Filipino	5 years	Since 1 June 2018	President, Director
Lara Lorenzana	49	Filipino	5 years	Since 1 June 2018	Chief Financial Officer, Treasurer, Director
Jose Angel Sueiro	51	Spanish	5 years	Since 1 June 2018	Chief Operating Officer, Director
Ma. Concepcion F. De Claro	64	Filipino	4 years	Since 23 May 2019	Director
Eric O. Recto	59	Filipino	5 years	Since 25 June 2018	Independent Director
William W. Yap	47	Filipino	5 years	Since 25 June 2018	Independent Director

Ma. Angela E. Ignacio	50	Filipino	4 years	Since 23 May 2019	Independent Director
Leandro E. Abarquez	40	Filipino	5 years	Since 1 June 2018	Corporate Secretary

Below are summaries of the business experience and credentials of the Directors and the officers:

Dennis A. Uy

Mr. Dennis A. Uy is the Chairman of the Corporation. He is the Founder, Chairman, and CEO of Udenna Corporation, the parent company, with a diverse business portfolio that includes interests in petroleum retail and distribution; shipping and logistics; property development; education; food; tourism; infrastructure; telecommunications, media and entertainment; and, energy. Mr. Uy is the Chairman of Chelsea Logistics Holdings Corporation, Chairman of Udenna Land Inc., Chairman and President of Udenna Infrastructure Corp., Chairman of Dito CME Holdings Corp., Chairman of Enderun Colleges, Inc., Chairman of Eight-8-Ate Holdings, Inc., and Chairman of UC38 LLC. He is also the Chairman and Chief Executive Officer of DITO Telecommunity Corporation, and the Chairman and Chief Strategy Officer of Phoenix Petroleum Philippines Inc. Mr. Uy is the Chairman of the Udenna Foundation, and Phoenix Philippines Foundation, Inc. He is also the proponent and Head of Siklab Atleta Pilipinas Sports Foundation. In 2016, he was appointed as the Presidential Adviser on Sports, and has been the Honorary Consul of Kazakhstan to the Philippines since 2011. Mr. Uy is a graduate of De La Salle University with a degree in Business Management.

Cherylyn C. Uy

Ms. Cherylyn C. Uy is a Director of the Company. Ms. Uy is one of the pioneers/incorporators of Udenna Corporation. She is the Treasurer of various entities under the Udenna Group and is also a Director of PNX, CLC, and Dito CME. She is the Executive Director of Phoenix Philippines Foundation, Inc. and the President of Udenna Foundation, Inc., the corporate social responsibility entities of the Udenna Group. Ms. Uy is a graduate of Business and Finance from Ateneo de Davao University.

Raymundo Martin M. Escalona

Mr. Raymundo Martin M. Escalona is the President of the Company. He is also currently the President of Udenna Corporation. Mr. Escalona has over 30 years of experience in corporate finance and banking, primarily in the areas of treasury and relationship management. Prior to joining the Company, Mr. Escalona was the Executive Vice President and served as the Head of the Institutional Banking Group of CTBC Bank (Philippines) Corp. He also served as the Executive Vice President and Corporate and Institutional Bank Head of Australia and New Zealand Bank, Manila Branch. Mr. Escalona was also previously the First Vice President and Unit Head of Corporate Banking and Financial Institutions in BDO; Vice President and Head of Large Local Corporate Unit and Deputy Corporate Banking Head in Deutsche Bank AG,

Manila Branch; and Assistant Vice President of Relationship Management Unit in Citytrust. Mr. Escalona earned his Bachelor of Science in Commerce degree, Major in Management of Financial Institutions, at the De La Salle University.

Lara Lorenzana

Ms. Lara Lorenzana-Kolling is the Chief Financial Officer of the Company. Ms. Lorenzana has over 20 years of experience in investment banking, project and structured finance, and risk and portfolio management. She started her career in Citibank Manila's Corporate Finance department which was the leader in project and structured finance for the privatization of power, water and telecom industries in the Philippines. Ms. Lorenzana spent the next 17 years in New York City as the Global Portfolio Risk Manager for Barclays Capital, Portfolio Manager/Director for Unicredito Italiano New York Branch, and Portfolio Manager/Managing Director for fixed income for Modern Bank, NA. Ms. Lorenzana has a Masters in International Management from Thunderbird School of Management in Arizona, a Masters in Business Administration from Fordham University in New York City, and a Bachelor of Arts degree in Economics from the Ateneo de Manila University.

Jose Angel Sueiro

Mr. Jose Angel Sueiro is the Chief Operating Officer of the Company. Mr. Sueiro has over 20 years of experience in the hotel and gaming industry and has worked on over 30 hotel and casino projects in 18 countries, such as Fiesta Casino Alajuela, Intercontinental Hotel Fiesta Casino Guatemala, Hilton Margarita Cirsa and Centrum Casino Lodz. He has extensive knowledge about product creation and marketing and has a deep understanding of the local regulatory environment, the relation and balance between different political, economic and social forces. During his time with Thunderbird Resorts (including the Thunderbird Hotel and Casino in Rizal, Poro Point and Daman), a company with operations in more than 20 countries, he served as the Chief Operating Officer, Vice President for Corporate Affairs and Vice President for Design and Construction. He was responsible for creating and executing strategy, communicating culture and running daily matters with the objective of increasing stakeholder value. Mr. Sueiro holds an MBA from EUDE Business School, Madrid.

Ma. Concepcion F. De Claro

Ms. Ma. Concepcion F. De Claro holds a Bachelor of Science degree in Commerce, Major in Accounting from the Colegio de San Juan de Letran. She was a Director of Alsons Prime Investment Corporation and Alsons Power Holdings Corporation and the Vice-President and Chief Operating officer of Alsons Corporation. She also served as the Director of Limay Energen Corporation and Manila North Harbour Port, Inc. Ms. de Claro also worked with Petron Corporation for several years. She was a Consultant for M&A Projects and a member of the Board of Trustees of Petron Corporation Employees Retirement Fund. She also served as Petron's Vice President for Corporate Planning & Services, Controller for the company and its subsidiaries, and held various positions in Corporate Planning. In addition, Ms. De Claro also served

as a Director of New Ventures Realty Corporation, Las Lucas Development Corporation, Petron Marketing Corporation and Petron Freeport Corporation.

Eric O. Recto

Mr. Eric O. Recto is an independent director of the Company. He also serves as the Chairman and Director of Philippine Bank of Communications. He is presently Chairman and President of Bedfordbury Development Corporation; Chairman and CEO of Alphaland Corporation; Chairman and CEO of Atok-Big Wedge Co., Inc. He is Vice Chairman and Lead Independent Director of Aboitiz Power Corporation. He is a Director of Dito CME Holdings Corp. He is Independent Director of Manila Water Company, Inc. He was recently appointed Senior Advisor of Stonepeak Infrastructure Partners in the US and Director of Miescor Infrastructure Development Corporation. Prior to his current roles, he was President of Petron Corporation, the largest oil refining and marketing company in the Philippines. He also previously served as Undersecretary of Finance of the Republic of the Philippines from 2002 to 2005. Eric has an undergraduate degree in Industrial Engineering from the University of the Philippines and has an MBA from Cornell University's Johnson Graduate School of Management.

William W. Yap

William W. Yap is one of the two independent directors of the Company. He is currently the CEO of YYKredit Inc and the President of YYKaizen Food Labs Inc. and Udlot Realty Corporation. Mr. Yap also serves as the Treasurer for Nissan Cebu Distributors Inc. and Palawan Resources Development Corporation. Mr. Yap has a Bachelor's Degree in Industrial Engineering from the University of San Carlos.

Angela E. Ignacio

Angela E. Ignacio is also the Executive Vice President of R.A. Ignacio Construction Corporation and the Managing Director for Corporate Advisory for Avisez Asia, Inc. She is a fellow of the Institute of Corporate Directors. She is also a Director of ESNA Financing & Investment Corp., ESNA Realty Corp., and ESNA Holdings; and Director and Vice President of Polestrom Consulting, Inc. She is also an independent director of Ayala Land, Inc. since 2017. She served as Vice President under the Office of the Board Chairman at the Philippine Deposit Insurance Corporation and also served concurrently as Special Assistant for Corporate Affairs and Management Information Systems to the Secretary of the Department of Finance ("DOF") from September 2010 to October 2011. She was a Director of the United Coconut Planters Bank. She obtained her double degree in Applied Economics and Commerce, major in Management of Financial Institutions from De La Salle University in 1994 and earned a Master's Degree in Applied Finance from the University of Melbourne in 2000.

Leandro E. Abarquez

Leandro E. Abarquez is the Corporate Secretary of the Company. He is also the Corporate Secretary of Dito CME Holdings Corp. (Formerly: ISM

Communications Corporation). Prior to joining the Company, he was a Senior Associate at Romulo, Mabanta, Buenaventura, Sayoc & de los Angeles from 2010 to 2017, where he advised clients on various diverse matters and special projects including mergers and acquisitions, initial public offering, gaming regulatory advice, public-private partnerships, project finance, and dispute resolution matters. He received his bachelor's degree in Biology from the Ateneo de Manila University in 2004, and his juris doctor degree from the same university in 2009. He is also the Compliance Officer of CLC.

b. Family Relationships

Dennis A. Uy, Chairman and Director of the Company, is the spouse of Cherylyn C. Uy, Director of the Company.

Other than as disclosed above, there are no other family relationships between Directors and members of the Company's senior management known to the Company.

c. Independent Directors

As of the submission of this report, Messrs. Eric O. Recto and William W. Yap and Ms. Angela Ignacio are neither officers nor substantial shareholders of PH Resorts Group Holdings, Inc.

Effective 1 January 2017, the Company has adopted the new rules on the term limits of Independent Directors under the New Code of Corporate Governance ("New CG Code"). Current Independent Directors are allowed to serve for a cumulative term of nine (9) years, with or without the cooling-off period. After which, the independent director should be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. Reckoning of the cumulative nine-year term is from 2012, in connection with SEC Memorandum Circular No. 9, Series of 2011.

In the instance that the Company wants to retain an Independent Director who has served for nine years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

d. Significant Employees

While the Company values the contribution of each executive and non-executive employee, no single employee who is not an executive officer is expected to make a significant contribution to the business. Other than standard employment contracts, there are no arrangements with non-executive employees that will assure the continued stay of these employees with the Company.

e. Involvement in Certain Legal Proceedings

To the knowledge and/or information of the Company, the present members of the Board of Directors or its Senior Officers and the nominees for election as director named in the subsequent sections are not, as of the past five (5) years,

been adjudged with finality in any material legal proceeding affecting/involving themselves and/or their properties before any court of law or administrative body in the Philippines or elsewhere. To the knowledge and/or information of the Company, the said persons have not been subject of any bankruptcy petition, convicted by final judgment of any offense punishable by the laws of the Republic of the Philippines or any other nation/country, or any violation of securities or commodities law.

f. Certain Relationships and Related Transactions

Historically, the Company receives or extends advances from and to its major shareholders from time-to-time as the need arises. These advances are non-interest bearing and payable under certain terms and conditions primarily dependent on the Company's cash position.

The Company, in the regular course of trade or business, enters into transactions with affiliated/related companies principally consisting of management fees, leasing agreements and cash advances. Generally, management and leasing arrangements are renewed on an annual basis and are based on terms similar to those offered to non-related parties. For a more comprehensive discussion on Related Party Transactions, please refer to Note 6 of the Company's 2022 Audited Financial Statements annexed to this Information Statement.

There are no other transactions undertaken or to be undertaken by the Company in which any Director or Executive Officer, nominee for election as Director, or any member of their immediate family was or will be involved or had or will have a direct or indirect material interest.

g. Elections of Directors

The directors of the Company are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been elected and qualified.

The directors on the Nominations Committee are Mr. Raymundo Martin M. Escalona, Mr. William W. Yap, and Mr. Jose Angel Sueiro. The chairperson is Mr. Escalona and the Independent Director is Mr. Yap.

The following have been nominated as Directors of the Company for 2023-2024:

1. Dennis A. Uy
2. Cherylyn C. Uy
3. Raymundo Martin M. Escalona
4. Jose Angel Sueiro
5. Lara C. Lorenzana
6. Raouf A. Kizilbash
7. Eric O. Recto

8. William W. Yap

9. Angel E. Ignacio

The nominees were formally nominated to the Nomination Committee by Mr. Raymundo Martin M. Escalona. Mr. Eric O. Recto, Mr. William W. Yap, and Ms. Angela E. Ignacio are the nominees for Independent Director.

As required under SRC Rule 38 and as provided in the Corporation's By-Laws, the following criteria and guidelines shall be observed in the nomination and election of independent directors:

A. Definition

1. As used in Section 38 of the Code, independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:
 - a. Is not a director or officer of the covered company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
 - b. Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;
 - c. Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
 - d. Is not acting as a nominee or representative of any director or substantial shareholder of the covered company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
 - e. Has not been employed in any executive capacity by the covered company and/or by any of its substantial shareholders within the last five (5) years;
 - f. Is not retained as professional adviser by the Corporation, and/or any of its related companies and/or any of its substantial shareholder within the last five (5) years;
 - g. Is not retained, either personally or through his firm or any similar entity, as professional adviser, by that covered company, any of its related companies and/or any of its substantial shareholders;
 - h. Has not engaged and does not engage in any transaction with the covered company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and are immaterial.

No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this Code, committed within five (5) years prior to the date of his election, shall qualify as an independent director. This is without prejudice to other disqualifications which the covered company's Manual on Corporate Governance provides.

Any controversy or issue arising from the selection, nomination or election of independent directors shall be resolved by the Commission by appointing independent directors from the list of nominees submitted by the stockholders.

When used in relation to a company subject to the requirements of this Rule and Section 38 of the Code:

- a. **Related company** means another company which is: (a) its parent company, (b) its subsidiary, or (c) a subsidiary of its parent company; and
- b. **Substantial shareholder** means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

B. Qualifications

- 1. Must be the holder of at least one share of the Corporation;
- 2. College graduate or has sufficient management experience to compensate for lack of formal education or has been engaged or exposed to the business of the corporation for at least five (5) years;
- 3. Of legal age;
- 4. Possesses integrity and probity; and
- 5. Assiduous.

C. Disqualifications

- 1. Falls under Section II (5) of the Code of Corporate Governance;
- 2. Becomes an employee;
- 3. Beneficial ownership exceeds two percent (2%);
- 4. Absent in meetings up to 50%; and
- 5. Others as per Corporate Governance Manual.

D. Nominations

- 1. The Nominations Committee conducts nominations prior to the Annual Stockholders' Meeting.
- 2. The Nominations Committee solicits candidates for independent director. All recommendations are signed by the nominating shareholder together with acceptance and conformity by the prospective nominee.
- 3. The Nominations Committee pre-screens candidates whether they meet

the requirements as an independent director per criteria mentioned above, general guidelines in the Corporate Governance Manual, Articles of Incorporation, By-Laws and perceived needs of the Board of Directors and the Corporation such as, but not limited to:

- a. Nature of business of corporations which he is a director of;
 - b. Age;
 - c. No. of directorships/active memberships/officer in other corporations and organizations;
 - d. Possible conflict of interest.
4. The Nominations Committee shall prepare a list of all candidates and evaluate based on the above-listed required qualifications to enable it to effectively review the qualifications of the nominees for independent director.
 5. After the nomination, the Committee shall prepare a final list of candidates which shall contain all the information about the nominees for independent director, as required under Part IV (A) and (C) of Annex C of SRC Rule 12, which list, shall be made available to the SEC and to all shareholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with SRC Rule 20, or in such other reports the company is required to submit to the SEC. The name of the person or group who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
 6. Only nominees on the final list of candidates will be eligible for election. No other nominees shall be entertained after the final list is prepared. No further nomination will be allowed during the annual stockholders' meeting.

E. Election

1. Except as those required under the Rule and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the company or its by-laws.
2. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
3. Specific slots for independent directors shall not be filled-up by unqualified nominees.
4. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that

purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

The following nominees, as submitted to and pre-screened by the Nominations Committee of the Corporation, qualify as independent director:

1. Eric O. Recto
2. William W. Yap
3. Angel Ignacio

The person who recommended Mr. Yap, Mr. Recto, and Ms. Ignacio is Mr. Raymundo Martin M. Escalona. Mr. Escalona is not a relative of any of the nominated independent directors. For this purpose, a relative is a spouse, parent, child, brother, sister and the spouse of such child, brother, or sister defined under the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19). The respective certifications of the independent director nominees regarding their positions in other organizations are attached herewith as Annexes “D”, “E”, and “F”

Item 6. Compensation of Directors and Executive Officers Executive Compensation

The Company’s executives are regular employees and are paid a compensation package of 12-month pay plus the statutory 13th month pay. They also receive performance bonuses similarly to that of the managerial, supervisory and technical employees. The members of the Board of Directors who are not employees of the company are elected for a period of one year. They receive compensation on a per meeting participation. There are no other arrangements for which the members of the board are compensated.

Compensation of Executives Officers and Directors (in thousand Pesos)			
Estimated Figures for Year Ending December 31, 2023			
Principal Position	Salaries	Bonuses/13th Month/Other Income	Total
Chairman of the Board - Dennis A. Uy	₱ 27,744	₱2,144	₱29,888
President – Raymundo Martin M. Escalona			
Chief Operating Officer – Jose Angel A. Sueiro			
Chief Financial Officer – Lara Lorenzana	NA	NA	NA
All other officers and directors as a group unnamed			

Compensation of Executives Officers and Directors (in thousand Pesos)

Year Ending December 31, 2022			
Principal Position	Salaries	Bonuses/13th Month/Other Income	Total
Chairman of the Board - Dennis A. Uy	₱ 37,824	₱ 3,152.0	₱40.976.0
President – Raymundo Martin M. Escalona			
Chief Operating Officer – Jose Angel A. Sueiro			
Chief Financial Officer – Lara Lorenzana			
All other officers and directors as a group unnamed	NA	NA	NA

Compensation of Executives Officers and Directors (in thousand Pesos)			
Year Ending December 31, 2021			
Principal Position	Salaries	Bonuses/13th Month/Other Income	Total
Chairman of the Board - Dennis A. Uy	₱ 38,267	₱ 3,152	₱41,419
President – Raymundo Martin M. Escalona			
Chief Operating Officer – Jose Angel A. Sueiro			
Chief Financial Officer – Lara Lorenzana			
All other officers and directors as a group unnamed	NA	NA	NA

Compensation of Executives Officers and Directors (in thousand Pesos)			
Year Ending December 31, 2020			
Principal Position	Salaries	Bonuses/13th Month/Other Income	Total
Chairman of the Board – Dennis A. Uy	₱ 68,822	₱ 4,589	₱73,411
President – Raymundo Martin M. Escalona			
Chief Operating Officer – Jose Angel A. Sueiro			
Chief Financial Officer – Lara Lorenzana			
All other officers and directors as a group unnamed	NA	NA	NA

There is no compensatory plan or arrangement with respect to any of the Company's executive officers that will result from the resignation, retirement or termination of such executive officer or from a change of control in the Company.

Standard Arrangements

Other than payment of reasonable per diem, which is pegged at Php 15,000 as may be determined by the Board of Directors for every meeting, there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation or special assignments.

Other Arrangements

There are no other standard arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly, during 2022 for any service provided as a director.

Employment Contracts

As of the date of this Report, the Company has no special employment contracts with the named executive officers.

Warrants and Options Outstanding

The Company has no outstanding stock warrants or stock options.

Item 7. Independent Public Accountants

Representatives of SGV & Co. will be present during the annual stockholders' meeting and will be given the opportunity to make a statement if they so desire. They are also expected to respond to appropriate questions from stockholders, if needed. The engagement of the Company's external auditor is in compliance with paragraph (3)(b)(iv) of the Securities Regulation Code - Rule 68, as amended, which requires independent auditors or in case of an audit firm, the signing partner, to be rotated after every five years of engagement, with a two year cooling-off period to be observed in the re-engagement of the signing partner or independent auditor.

The approval of the appointment of SGV & Co. as the Company's external auditor for the current year will be among the matters to be acted upon during the Annual Stockholders' Meeting. SGV & Co. has accepted the Company's invitation to stand for re-election this year.

Mr. Eric O. Recto, an independent director, chairs the Audit Committee. The members are Ms. Angela E. Ignacio and Ms. Ma. Concepcion F. de Claro.

Erwin A. Paigma is the current audit partner for the Company and its subsidiaries and is recommended to be the audit partner for the ensuing year.

Item 9. Authorization or Issuance of Securities Other than for Exchange

A. Issuance and Listing of Shares

Approval of the stockholders is sought for the grant of authority to the Board of Directors to issue such number of shares of stock out of the existing capital stock at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription and the listing of such shares with the Philippine Stock Exchange. Also, approval of the stockholders is also sought to grant Board of Directors the authority to issue shares pursuant to an equity offering, private placement or such similar transaction under such terms and conditions as the Board of Directors may determine, and to list such shares with the Philippine Stock Exchange. The waiver of the requirements under Part A, Article V of the PSE Revised Listing Rules in connection with any of the shares that may be issued will also be requested from the majority of the minority shareholders.

There are no special dividend or voting rights for the issued securities other than those provided in the Corporation's By Laws. The preemptive rights for the issuance of these shares have been waived pursuant to the Corporation's Articles of Incorporation. There is no preferred stock in the securities issued and there are likewise no material rights given in connection with the issuance of the securities. There are no provisions in the Corporation's charter or By Laws that would delay, defer or prevent a change in the control of the registrant.

The details about the nature and the amount of consideration to be received by the Corporation as well as the specific purpose for which the proceeds are to be used, shall be determined by the Board of Directors once there is complete information regarding the shares to be issued and listed. The proper disclosures shall be timely made once the necessary approvals are secured.

Item 11. Financial and Other Information

The Company's financial statements as of and for the year ended December 31, 2022 and Management Report are attached hereto as **Annexes "A" and "B"**.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

MR. LEANDRO E. ABARQUEZ

Corporate Secretary

PH Resorts Group Holdings, Inc.

20th Floor Udenna Tower,
 Rizal Drive corner 4th
 Avenue, Bonifacio Global
 City,
 Taguig City, Philippines

Item 14. Restatement of Accounts

There are no matters or actions to be taken up in the meeting relating to restatement of accounts.

Item 15. Action with Respect to Minutes of Previous Meeting

Actions to be taken will constitute reading and approval of the minutes of the previous stockholders’ meeting, approval of the Annual Report of Management, and ratification of all acts of the officers and management from the last Annual Stockholders’ Meeting. The minutes of the Annual Stockholders’ Meeting held on 9 December 2022 containing the proceedings during the last stockholders’ meeting as well as the required disclosures under Section 49 of the Revised Corporation Code is attached herewith as **Annex “C”**. Below is a list and summary of the relevant resolutions approved by the Board of Directors during the aforementioned period for ratification by the stockholders:

Date of Approval/ Action	Brief Discussion
10 May 2023	Approval of the Company’s financial statements for the 1 st quarter of 2023 ending 31 March 2023.
2 May 2023	Approval of the Corporation’s audited financial statements for the fiscal year ended 31 December 2022
27 January 2023	Authority for the Corporation to enter into and execute an Amendment Letter between Udenna Corporation, Emerald Development and Madison Pacific
14 November 2022	Approval of the Corporation’s financial statements for the 3 rd quarter of 2022 ending 30 September 2023
15 September 2022	Authority for the Company to lodge the listing shares in the PDTC system and designation of authorized representative for such purpose.
15 August 2022	Approval of the Corporation’s financial statements for the 2nd quarter of 2022 ending 30 June 2022
11 May 2022	Approval of the transactions under the Second Amendment and Restatement Agreement with Madison Pacific Trust Limited and designation of the Company’s authorized representative for such purpose. Approval of the Corporation’s audited financial statements as of the year ended 31 December 2021 as well as the Corporation’s financial statements for the 1 st quarter of 2022 ending 31 March 2022
20 January 2022	Authority for the Company to file, process, and claim its business permit renewal application and designation of authorized representatives for such purpose.

As of the date hereof and aside from those listed above, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting.

Item 17. Amendments of Charter, By-Laws and Other Documents

The stockholders of the Company will be asked to approve the amendments of the articles of incorporation of the Company to reflect the following changes:

Article No.	From	To
Seventh	The capital stock of the corporation is EIGHT BILLION (P8,000,000,000.00) PESOS, Philippine Currency, divided into EIGHT BILLION (8,000,000,000) shares with a par value of ONE PESO (P1.00) Philippine Currency per share.	The capital stock of the corporation is FIFTEEN BILLION (P15,000,000,000.00) PESOS, Philippine Currency, divided into FIFTEEN BILLION (15,000,000,000) shares with a par value of ONE PESO (P1.00) Philippine Currency per share.

The rationale for the increase in authorized capital stock is to provide additional capitalization for the Corporation. The approval of the proposed amendment by the Board of Directors will be sought during the meeting to be held on 26 July 2023 before the ASM.

Item 19. Voting Procedures

Except for the approval of the amendment to the Corporation’s Articles of Incorporation which requires the approval of a majority of the board of directors and 2/3 of the Corporation’s outstanding capital stock, the aforementioned motions will require the affirmative vote of a majority of the issued and outstanding shares of the Company’s common stock present and represented and entitled to vote at the Annual Meeting. Each share is entitled to one vote except for the election of the Corporation’s directors where the stockholders have cumulative voting rights. Thus, a stockholder entitled to vote at the stockholders’ meeting shall have the right to vote, in person or by proxy, the number of shares registered in his name in the stock and transfer book of the Corporation for as many persons as there are directors to be elected, or he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same cumulative voting principle among as many nominees as he shall see fit; provided that the total number of votes cast by a stockholder shall not exceed the number of his shares multiplied by the number of directors to be elected. Because abstentions with respect to any matter are treated as shares present and represented and entitled to vote for purposes of determining whether the stockholders have approved that matter, abstentions have the same effect as negative votes. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not deemed to be present or represented for

purposes of determining whether stockholder approval of that matter has been obtained.

Items requiring the vote of stockholders will be presented for approval of the stockholders at the meeting and voting shall be done by casting ballots submitted online. SGV & Co., the Company's independent auditors, were requested to be present during the meeting. A copy of the minutes of the 2022 Annual Stockholders' Meeting outlining the voting procedure during the last meeting is attached herewith as Annex "C". The same voting procedures will be adopted in the meeting to be held on 26 July 2023.

Considering that the Annual Stockholders' Meeting will be held virtually and in accordance with SEC Memorandum No. 6, series of 2020, the following are the internal procedures, describing the steps to be taken by stockholders for the latter to cast/submit their votes online:

a) Shareholders (SH) of record as of 6 July 2023 are entitled to attend and participate and vote in absentia during the ASM on 26 July 2023 provided, they:

(i) Register by sending an email, together with the requirements to phr_legal@phresorts.com on or before 25 July 2023 (5:00 p.m., Philippine time)

(ii) Have their shares authenticated and verified through the registration process and Proxies, if any and applicable, accompanied by their respective authorities (Special Power of Attorney or Secretary's Certificate) validated.

b) Only SH who have registered and whose shares have been verified, proxies validated shall be counted in the determination of a quorum and other corporate actions.

c) SH may send their questions, comments and/or remarks prior to or during the meeting to phr_legal@phresorts.com. It is requested and encouraged that questions will be limited to the Annual Report, Financial Statements as of 31 December 2022 and the Definitive Information Statement as posted on the Company's website beginning 4 July 2023.

d) Since there is only a limited technical capacity for shareholders, only a limited number of questions will be addressed directly during the ASM. However, the Company shall endeavor to answer the submitted questions or queries through the specified email provided by the SH.

Stockholders who have any objections to the proposed motions may either send their objections in writing to phr_legal@phresorts.com on or before 5:00 p.m. on 26 July 2023. Stockholders may also express their objections by clicking the "Raise Your Hand" button on the Zoom videoconference call and will be entertained by the meeting host.

e) A link to the recorded webcast of the Meeting and may be available upon request of a stockholder after the Meeting.

In view of the fact that the ASM will be conducted virtually, voting shall be cast through through the submission of votes/ballots to any of the following addresses:

(1) Office of the Corporate Secretary 21/F Udenna Tower Rizal Drive corner 4th Avenue Bonifacio Global City, Taguig City or

(2) Submission of the votes/ballots, forms through email to phr_legal@phresorts.com.

The registration, authentication and validation process shall be open starting 5 July 2023 and will close at 5:00PM on 26 July 2023. Thereafter, SH may no longer avail of the option to vote in absentia.

The Company reserves the right to reject processing of registration and deny access to ASM facilities for incomplete documents or for any discrepancy found in information provided. An email confirmation on the status of the SH's registration shall be sent to the registered email.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Taguig City on this 15th day of June 2023.

PH RESORTS GROUP HOLDINGS INC.

By:


LEANDRO E. ABARQUEZ
Corporate Secretary